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19917

DONELAN, CLEARY, WOOD & MASER, P.C.

ATTORNEYS AND COUNSELORS AT LAW

SUITE 750

1100 NEW YORK AVENUE, N.W.
WASHINGTON, D.C. 20005-3934

OFFICE: (202) 371-9500

TELECOPIER: (202) 371-0900

February 1, 1996

Via Hand Delivery

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Secretary Williams:

Enclosed for recordation, under the provisions of 49 U.S.C. § 11301(a) and the regulations promulgated thereunder, are executed counterparts of a Memorandum of Master Equipment Lease No. 02533, Schedule A No. 02533-07 ("Memorandum of Schedule A to Master Lease"), dated as of January 22, 1996, between JTM Industries, Inc. ("Lessee") and Cargill Leasing Corporation ("Lessor"), a primary document not previously recorded.

The names and addresses of the parties to the enclosed document are as follows:

LESSOR	-	Cargill Leasing Corporation 6000 Clearwater Drive Minnetonka, Minnesota 55343-9497
LESSEE	-	JTM Industries, Inc. 1000 Cobb Place Boulevard Building 400 Kennesaw, Georgia 30144

A general description of the railroad equipment covered by the enclosed document is as follows: six (6) Trinity Industries 5,125 cubic foot Pressure Differential Rail Cars, bearing identification marks and numbers JTMX 10001-10006, inclusive, as more specifically described in the enclosed document. The Lessor and the Lessee are entering into that certain Schedule A No. 02533-07 under that certain Master Equipment Lease No. 02533 dated September 18, 1993,

Counterparts J. W. Maser

RECEIVED
FEB 1 2 10 PM '96
U.S. DEPT. OF TRANSPORTATION
SECRETARY'S OFFICE



Interstate Commerce Commission
Washington, D.C. 20423-0001

2/1/96

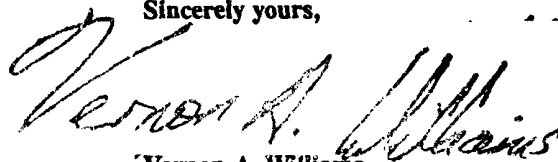
Office Of The Secretary

John K. Maser III
Donelan, Cleary, Wood & Maser, III PC
1100 New York Avenue, NW., Ste. 750
Washington, DC., 20005-3934

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 2/1/96 at 2:10PM, and assigned recordation number(s). 19917.

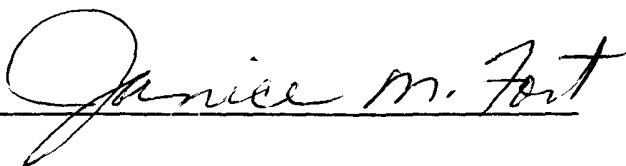
Sincerely yours,


Vernon A. Williams
Secretary

Enclosure(s)

\$ 21.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



19917

**MEMORANDUM OF MASTER EQUIPMENT LEASE NO. 02533,
SCHEDULE A NO, 02533-07**

MEMORANDUM OF SCHEDULE A NO. 02533-07 dated as of this 22nd day of JAN., 1996, between JTM Industries, Inc. with its principal place of business at 1000 Cobb Place Boulevard, Building 400, Kennesaw, GA 30144 (hereinafter "Lessee"), and Cargill Leasing Corporation, having its principal place of business at 6000 Clearwater Drive, Minnetonka, MN 55343-9497 (hereinafter "Lessor").

WHEREAS Lessee and Lessor are entering into Schedule A No. 02533-07 (the "Schedule") under Master Equipment Lease No. 02533 dated September 18, 1993, covering six (6) new Trinity Industries 5125 Cubic Foot Pressure Differential Rail Cars, with Running Numbers outlined below, at any time subjected thereto together with any and all accessions, additions, improvements from time to time incorporated or installed therein (the "Equipment").

RUNNING NOS.

10001
10002
10003
10004
10005
10006

Reporting Marks: JTMX

IN WITNESS WHEREOF, the parties wish to show for the public record the ownership of the said Equipment by Lessor, and the leasehold interest in the said Equipment of Lessee, and accordingly have caused this memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

This memorandum may be executed in any number of counterparts and by different parties hereto in separate counterparts, but all such counterparts together shall constitute one and the same instrument.

JTM INDUSTRIES, INC. as Lessee

By: David P. Sykes
Sign Name

By: DAVID P. SYKES
Print Name

Title: Asst. Treasurer

CARGILL LEASING CORPORATION as Lessor

By: Mark L. Lund

Title: CONTROLLER

LESSEE NOTARY

STATE OF GEORGIA)
)
COUNTY OF COBB)

SS:

On this 22 day of JANUARY, 19 96, personally appeared before me, MELBA SMOTHERS who being by me duly sworn, did say that (s)he is DAVID P. SYKES of JTM INDUSTRIES, INC that the foregoing instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Melba J. Smothers
NOTARY PUBLIC
MY COMMISSION EXPIRES

Notary Public, Georgia
My Commission Expires January 27, 1997

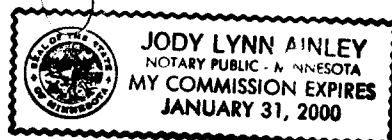
LESSOR NOTARY

STATE OF Minnesota)
)
COUNTY OF Hennepin)

SS:

On this 26 day of January, 19 96, personally appeared before me, Mary L. Kuhl who being by me duly sworn, did say that (s)he is Controller of Carroll Leasing Corporation that the foregoing instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Jody Lynn Ainley
NOTARY PUBLIC
MY COMMISSION EXPIRES



DONELAN, CLEARY, WOOD & MASER, P.C.

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Via Hand Delivery

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Secretary Williams:

Enclosed for recordation, under the provisions of 49 U.S.C. § 11301(a) and the regulations promulgated thereunder, are executed counterparts of a Memorandum of Master Equipment Lease No. 02533, Schedule A No. 02533-07 ("Memorandum of Schedule A to Master Lease"), dated as of January 22, 1996, between JTM Industries, Inc. ("Lessee") and Cargill Leasing Corporation ("Lessor"), a primary document not previously recorded.

The names and addresses of the parties to the enclosed document are as follows:

LESSOR	-	Cargill Leasing Corporation 6000 Clearwater Drive Minnetonka, Minnesota 55343-9497
LESSEE	-	JTM Industries, Inc. 1000 Cobb Place Boulevard Building 400 Kennesaw, Georgia 30144

A general description of the railroad equipment covered by the enclosed document is as follows: six (6) Trinity Industries 5,125 cubic foot Pressure Differential Rail Cars, bearing identification marks and numbers JTMX 10001-10006, inclusive, as more specifically described in the enclosed document. The Lessor and the Lessee are entering into that certain Schedule A No. 02533-07 under that certain Master Equipment Lease No. 02533 dated September 18, 1993,

Letter to Honorable Vernon A. Williams
February 1, 1996
Page 2

covering the aforesaid railroad equipment. The parties wish to show for the public record the ownership of the said railroad equipment by the Lessor and leasehold interest in the said railroad equipment of the Lessee, and accordingly have caused this Memorandum of Schedule A to Master Lease to be executed and recorded with the Board.

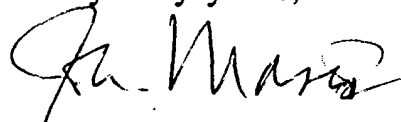
Enclosed is a remittance in the amount of \$21.00 for the required recording fee.

A short summary of the document to appear in the index follows:

"Memorandum of Master Equipment Lease No. 02533, Schedule A No. 02533-07
dated as of January 22, 1996
between JTM Industries, Inc. as Lessee and Cargill Leasing Corporation, as
Lessor, covering 6 Pressure Differential Rail Cars bearing identification marks
and numbers JTMX 10001-10006, inclusive."

Once the filing has been made, please return to bearer the stamped counterparts not needed for your files, together with the fee receipt, the letter from the Board acknowledging the filing, and the extra copies of this letter of transmittal.

Very truly yours,



John K. Maser III
*Attorney for purposes of this filing
for JTM Industries, Inc., and
Cargill Leasing Corporation*

Enclosures
1200-140

Letter to Honorable Vernon A. Williams
February 1, 1996
Page 2

covering the aforesaid railroad equipment. The parties wish to show for the public record the ownership of the said railroad equipment by the Lessor and leasehold interest in the said railroad equipment of the Lessee, and accordingly have caused this Memorandum of Schedule A to Master Lease to be executed and recorded with the Board.

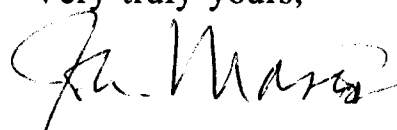
Enclosed is a remittance in the amount of \$21.00 for the required recording fee.

A short summary of the document to appear in the index follows:

"Memorandum of Master Equipment Lease No. 02533, Schedule A No. 02533-07
dated as of January 22, 1996
between JTM Industries, Inc. as Lessee and Cargill Leasing Corporation, as
Lessor, covering 6 Pressure Differential Rail Cars bearing identification marks
and numbers JTMX 10001-10006, inclusive."

Once the filing has been made, please return to bearer the stamped counterparts not needed for your files, together with the fee receipt, the letter from the Board acknowledging the filing, and the extra copies of this letter of transmittal.

Very truly yours,



John K. Maser III
*Attorney for purposes of this filing
for JTM Industries, Inc., and
Cargill Leasing Corporation*

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